

RECORDATION NO. 10770-1 Filed 1425

JAN 21 1980 - 11 42 AM

INTERSTATE COMMERCE COMMISSION

0-211021

JAN 21 1980

Date.....

Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Re: Lease of Equipment dated as of April 6,
1979 between San Francisco Financial No.
III, Lessor, and the Western Pacific
Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C.
§ 11303 is Lease Amendment No. 4 dated as of December 1,
1979 to the Lease of Equipment dated as of April 6, 1979.

Please file this Lease Amendment No. 4 under
Recordation No. 10770-1.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partner-
ship, c/o Steiner Sea, Air & Rail Co.
Spear Street Tower - Suite 2510
One Market Plaza
San Francisco, California 94105

Lender: General American Life Insurance Company
700 Market Street
St. Louis, Mo. 63101

Secured
Party: First Security Bank of Utah, N.A.
(for the Corporate Trust Department
Lender) 79 South Main Street
Salt Lake City, Utah 84111

The railroad rolling stock covered by Lease Amendment
No. 4 to Security and Loan Agreement is:

Five retired 89' Wide-Deck Flat Cars formerly bear-
ing road numbers:

PC 750582
PC 750610
PC 750612
PC 750613
PC 750616

rebuilt and converted into five flat-deck off-highway equipment transporters bearing road numbers:

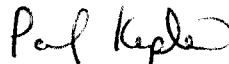
WP 1902
WP 1903
WP 1904
WP 1905
WP 1906

The original Lease was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 under recordation Number 10770 on August 28, 1979 at 12:20 P.M.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies to Allen H. Harrison, Esq. of the law firm of Wilmer & Pickering, 1666 K Street, N.W., Washington, D.C., 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours



Paul C. Kepler, President
Steiner Sea, Air & Rail Co.
Managing Partner of San Francisco Financial No. III

Enclosures

10770-1

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INTERSTATE COMMERCE COMMISSION

LEASE AMENDMENT NO. 4

THIS LEASE AMENDMENT NO. 4, dated as of December 1, 1979, between SAN FRANCISCO FINANCIAL NO. III (the "Lessor") and THE WESTERN PACIFIC RAILROAD COMPANY (the "Lessee").

WITNESSETH

WHEREAS, the parties hereto have executed a Lease of Equipment dated as of April 6, 1979 (the "Lease") setting forth the rights and duties inter sese with regard to the leasing of certain railroad equipment; and

WHEREAS the Lease was amended by Lease Amendment No. 1, dated as of July 1, 1979; and

WHEREAS, the Lease was further amended by Lease Amendment No. 2 dated as of August 1, 1979; and

WHEREAS, the Lease was further amended by Lease Amendment No. 3 dated as of November 1, 1979; and

WHEREAS, the parties hereto wish to further amend said Lease to incorporate the following changes and additions and to provide for the lease of certain other equipment;

NOW, THEREFORE, the parties hereto agree that Equipment Schedule C is hereby added to the Lease as follows:

EQUIPMENT SCHEDULE C

Five flat-deck off-highway equipment transporters
bearing road numbers:

WP 1902
WP 1903
WP 1904
WP 1905
WP 1906

Aside from the foregoing addition to the Lease,
all other provisions of the Lease (as amended) shall remain
unchanged.

IN WITNESS WHEREOF, the parties hereto have execu-
ted or caused this instrument to be executed all as of the
date first above written.

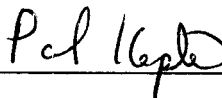
SAN FRANCISCO FINANCIAL NO. III
by Steiner Sea, Air & Rail, Co.,
a general partner

Attest:



Title Vice President-Marketing

By



President

THE WESTERN PACIFIC RAILROAD
COMPANY

Attest:



Title SECRETARY

By

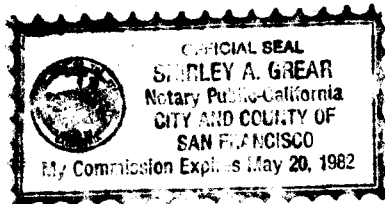


Sr. Vice President - Finance

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

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ss.

On this 10 day of January, 1980 ~~December, 1979~~, before me personally appeared Paul Kepler, to me personally known, who being by me duly sworn, says that he is the President of Steiner Sea, Air & Rail Co., the corporation named in the within document, that the said corporation is a general partner of the partnership named in the within document, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation and partnership by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said partnership.



Stanley A. Gear

Notary Public

[NOTARIAL SEAL]